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ARTICLES OF INCORPORATION

OF

✓ STORY TIME PUBLICATIONS, INC.

STATE OF ALABAMA)
SHELBY COUNTY)

IN THE PROBATE COURT OF SHELBY COUNTY, ALABAMA

For the purpose of forming a corporation under the laws of the State of Alabama (Code of Alabama S 10-2A -1, et. seq.), the undersigned, Kathy N. Hasty, does hereby make and file these Articles of Incorporation pursuant to the provisions of said Laws, and become thereunder a body corporate, for the purpose of carrying on business hereinafter described, and do as hereby declare and certify as follows, namely;

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ARTICLE I

The name of the Corporation shall be:

STORY TIME PUBLICATIONS, INC.

ARTICLE II

The objects for which the corporation is formed are:

- (a) To engage in the carrying on of a general

2023 Alta Vista Cir.

business of selling and producing printed material including but not limited to, articles, books, brochures, pamphlets, poems, text books and other matter not mentioned including video and photographic material and novelties; to purchase, lease, or otherwise acquire such grounds or buildings as this corporation may need for storage, warehousing, office, factory space, or for any other purpose in carrying on its business.

(b) To acquire, and pay for in cash, stock or bonds of this Corporation or otherwise, the goodwill, rights, assets and property, and to undertake and assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(c) To borrow or raise monies for any purpose of the Corporation, and to make, endorse, execute, and issue promissory notes, bonds, mortgages, conveyances, or assignments of the whole or any part of the property of the Corporation.

(d) To purchase, hold, sell, transfer, mortgage or otherwise encumber real property and to improve the same for use in connection with the corporate business or as an investment for any manner permitted by Law.

(e) To borrow or raise monies for any of the purposes of the Corporation, and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or nonnegotiable instruments and evidences of indebtedness, and to secure the payment of any

thereof and of the interest thereon by mortgage upon pledge, conveyance, or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds or other obligations of the corporation for its corporate purpose.

(f) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the Laws of Alabama upon corporations formed under the "Alabama Business Corporation Act" of the State of Alabama and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

The period of duration of this Corporation shall be perpetual.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The location of the registered office of Corporation shall be: 2623 Alta Vista Circle, Birmingham, Alabama 35243.

Registered Agent for the Corporation shall be Kathy N. Hasty, 2623 Alta Vista Circle, Birmingham, Alabama 35243.

ARTICLE IV

CAPITAL STOCK

The amount of the total authorized capital stock of this Corporation shall be One Thousand and 00/100 (\$1000.00) Dollars divided into One Hundred (100) shares of stock, and such shares of stock shall be of the par value of Ten (\$10.00) Dollars per share.

The amount of the paid in capital stock with which the Corporation shall begin business will be One Thousand and No/00 (\$1000.00) Dollars divided into One Hundred (100) shares of stock at the par value of Ten (\$10.00) Dollars per share, all of said stock being paid for in cash, or by the transfer to the Corporation of property at its reasonable market value.

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ARTICLE V

The name and post office address of the office and agent designated by the incorporator to receive subscriptions to the capital stock of this Corporation is:

Kathy N. Hasty
2623 Alta Vista Circle
Birmingham, Alabama 35243

The name and post office address of the Incorporator is:

Kathy N. Hasty
2623 Alta Vista Circle
Birmingham, Alabama 35243

ARTICLE VI

Stockholders of this Corporation shall have the preemptive right to purchase his proportion of the issuance of any class of stock, including treasury shares, according to the proportion of his holding of such shares at such price which may be in excess of par value, within such time and on such terms as shall be fixed and determined by the Board of Directors as is provided by 10-2A-44 Code of Alabama 1975 and other applicable Laws.

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ARTICLE VII

The names and post office addresses of the Officers of the Corporation chosen for the first year are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Kathy N. Hasty	President	2623 Alta Vista Circle Birmingham, Alabama 35243
Frederick A. Hasty, III	Secretary Treasurer	2623 Alta Vista Circle Birmingham, Alabama 35243

The names and post office address of the Director of the Corporation is as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Kathy N. Hasty	Director	2623 Alta Vista Circle Birmingham, Alabama 35243

Notwithstanding any contrary provisions contained in this Charter, the stockholders holding the majority of outstanding stock of the Corporation may remove all or any of the Directors of the Corporation, before the expiration of their terms, at any regular or special Stockholder's meeting.

ARTICLE VIII

At each election of Directors, every stockholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of the shares owned by him for as many persons as there are Directors to be elected, and for whose

election he has the right to vote, but cumulative voting by the Stockholders of the Corporation is hereby specifically denied.

ARTICLE IX

The Board of Directors shall have the power to appoint any person or persons to act and hold in trust for the company any property belonging to the company, or in which it is interested, or for any other purpose, and to execute and do all such duties and things as may be requisite in relation to such trust.

ARTICLE X

Directors as such shall not receive any salary or compensation for their services, provided that nothing herein contained shall be construed to preclude any Director from serving the company in any other capacity and receiving compensation therefor.

ARTICLE XI

A majority of the Directors shall constitute a quorum for the transaction of business of this Corporation.

ARTICLE XII

The consideration for the issuance of shares of this Corporation may be paid in whole or in part, in money, in other property tangible or intangible, or in labor or services actually performed for the Corporation. When payment of the

consideration for which shares are to be issued shall have been received for the Corporation, such shares shall be deemed to be fully paid and non-assessable.

Neither promissory notes nor future service shall constitute payment or part payment for shares of the Corporation. The judgement of the Board of Directors or the Stockholders, as the case may be, as to the value of the consideration received for shares of the Corporation shall be conclusive.

ARTICLE XIII

In issuing shares of its capital stock the consideration received by the Corporation therefor shall constitute stated capital to the extent of the par value of such shares, and the excess, if any, of such consideration shall constitute capital surplus.

The stated capital of this Corporation may be increased from time to time by resolution of the Board of Directors directing that all or part of the surplus of the Corporation be transferred to stated capital.

ARTICLE XIV

The effective date of this Corporation shall be the 7th
day of February, 1990, and the duration
of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
on this the _____ day of _____, 1990.

Kathy N. Hasty
KATHY N. HASTY

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OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Story Time Publications, Inc.

I, Perry A. Hand, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said state, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, based upon an examination of the corporation records on file in this office, the corporate name "Story Time Publications, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Cathy Hasty, 2623 Altavista Circle, Birmingham, AL 35243 for a period of one hundred twenty days beginning January 30, 1990 and expiring May 31, 1990.

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IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on January 30, 1990.

Perry A. Hand
Secretary of State

State of Alabama

Shelby County

CERTIFICATE OF INCORPORATION OF

Story Time Publications, Inc.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of Story Time Publications, Inc., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of Story Time Publications, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 7th day of February, 19 90.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

90 FEB -7 AM 10:28

Thomas A. Howdy, Jr.
JUDGE OF PROBATE

Thomas A. Howdy, Jr.
Judge of Probate

Rec 38.00
Just 3.00
38.00

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